
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12



Goodness Growth Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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Your **Vote** Counts!

GOODNESS GROWTH HOLDINGS, INC.

2024 Annual General and Special Meeting of Shareholders

Vote by June 20, 2024

11:59 PM Eastern Time

Virtual Meeting Website:

www.virtualshareholdermeeting.com/GDNSF2024

GOODNESS GROWTH HOLDINGS, INC.
207 SOUTH 9TH STREET
MINNEAPOLIS, MINNESOTA 55402
USA



V51389-P13948

You invested in GOODNESS GROWTH HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual General and Special Meeting of Shareholders. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on June 21, 2024.**

Get informed before you vote

View the Notice of Meeting, the Circular, form of proxy and Annual Report to Shareholders online at www.ProxyVote.com OR you can receive a free paper or email copy of the material(s) by requesting prior to June 7, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Advance of the Meeting

Vote by June 20, 2024, 11:59 p.m. Eastern Time
at www.ProxyVote.com

Vote Virtually at the Meeting*

June 21, 2024
10:00 a.m. Central Time

Virtually at:

www.virtualshareholdermeeting.com/GDNSF2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials, which contain important information and are available to you on the Internet or by mail. Please follow the instructions on the reverse side to access these materials and vote on these important matters.

Voting Items	Board Recommends
1. Fix the Number of Directors. To fix the number of directors for the ensuing year at five, subject to such increases as may be permitted by Goodness Growth's articles of incorporation.	✓ For
2. Election of Directors. To elect the five nominees proposed by management of Goodness Growth as directors of Goodness Growth for the ensuing year. Nominees:	
2a. Dr. Kyle E. Kingsley	✓ For
2b. Ross M. Hussey	✓ For
2c. Victor E. Mancebo	✓ For
2d. Judd T. Nordquist	✓ For
2e. Joshua N. Rosen	✓ For
3. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution ratifying, confirming and approving the 2019 Incentive Plan and the unallocated Awards thereunder.	✓ For
4. To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution ratifying, confirming and approving the Awards granted since March 18, 2022 under the 2019 Incentive Plan.	✓ For
5. To appoint Davidson & Company LLP as the auditors of Goodness Growth for the ensuing year and to authorize the Board of Directors to fix their remuneration.	✓ For
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".